

State of Maine
Office of Securities
121 State House Station
Augusta, Maine, 04333-0121

In Re:

ProEquities, Inc.

Consent Order
12-8129

WHEREAS, the Maine Office of Securities conducted an investigation of Bankers Life and Casualty Company ("Bankers Life") and BLC Financial Services, Inc. ("BLCFS") (collectively, "Bankers") and ProEquities, Inc. ("ProEquities") and determined that Bankers has acted as a broker-dealer and investment adviser in Maine without being licensed, exempt from licensure, or a federal covered investment adviser, and has employed or associated with agents and investment adviser representatives who were not so licensed on behalf of Bankers, all in violation of 32 M.R.S. §§ 16401, 16402, 16403; and

WHEREAS, ProEquities entered into an agreement with Bankers effective April 30, 2010, to provide brokerage and investment advisory services out of Bankers Life branch office locations; and

WHEREAS, a number of state regulators coordinated investigations into whether Bankers should have been registered as a broker-dealer and investment adviser between January 1, 2005, and December 2, 2011; and

WHEREAS, the conduct addressed herein has resulted in no known direct consumer harm and the parties understand that licensed agents or representatives of ProEquities participated in all securities transactions and at locations that were registered with the appropriate securities authorities as broker-dealer locations of ProEquities; and

WHEREAS, ProEquities has cooperated with state regulators conducting the investigations by responding to inquiries, providing documentary evidence, and halting further payment to BLCFS of broker-dealer and investment adviser related compensation while the investigations were pending; and

WHEREAS, ProEquities, as part of this settlement agrees to comply with all state and federal licensing, registration, and other securities laws; and

WHEREAS, ProEquities has agreed to resolve the investigations through this Consent Order in order to avoid protracted and expensive proceedings in numerous states; and WHEREAS, ProEquities, without admitting or denying the Findings of Fact and Conclusions of Law set forth below and solely for the purposes of this Consent Order, admits the jurisdiction of the Securities Administrator, voluntarily consents to the entry of this Consent Order, and waives any right to a hearing or to judicial review regarding this Consent Order;

NOW THEREFORE, the Securities Administrator hereby enters this Consent Order.

FINDINGS OF FACT

1. Bankers Life is a life insurance company located in Illinois that has never been licensed as a broker-dealer or investment adviser.
2. BLCFS is a wholly-owned subsidiary of Bankers Life that also is located in Illinois. BLCFS (CRD No. 126638) has been a member of NASD or FINRA since 2003 and is licensed as a broker-dealer in Illinois. During its existence, BLCFS has had no business activity other than as described herein. BLCFS has had no registered representatives in Maine.
3. At all relevant times ProEquities (CRD No. 15708) has been a broker-dealer licensed in Maine and a federal covered investment adviser.
4. Bankers Life and BLCFS entered into an agreement with ProEquities, Inc. ("ProEquities") effective April 30, 2010 (the "ProEquities Agreement"). The ProEquities Agreement specifies that ProEquities would "exercise exclusive control" over the broker-dealer and investment advisory activities of ProEquities agents who were also insurance agents for Bankers Life (the "Dual Agents"). In addition, the ProEquities Agreement assigned the following securities-related roles to BLCFS or to BLCFS and Bankers Life, which roles BLCFS and Bankers Life did perform until December 2, 2011:
 - a. consulting with ProEquities on the persons to be appointed as representatives of ProEquities;
 - b. identifying securities product training and marketing opportunities for review by ProEquities;
 - c. conferring with ProEquities concerning the securities products made available for distribution by the dual agents;
 - d. terminating the clearing broker selected by ProEquities (BLCFS only) in the event that the clearing agent did not use commercially reasonable efforts to process and service customer accounts at a level consistent with BLCFS' standards;

- e. paying for advertising and promotional material (BLCFS only) in the event that BLCFS ordered more than a reasonable quantity of such materials or required customization of them;
 - f. recruiting representatives for ProEquities and assisting with the licensing and registration process;
 - g. providing marketing, training and support; and
 - h. paying for:
 - i. pre-examination training for required FINRA examinations;
 - ii. sales training materials;
 - iii. recruitment and travel costs; and
 - iv. ProEquities stationary and business cards.
5. Under the ProEquities Agreement, ProEquities is required to pay BLCFS between 87% and 91% of revenue received by ProEquities for the securities business conducted by the dual agents. ProEquities also was required to provide reports to BLCFS of the amount of compensation to be paid to each dual agent for securities work, and BLCFS was to retain the difference.
6. BLCFS, in its current Form BD filing, lists the following as other business:
- BLC Financial Services, Inc. (BLCF) provides sales support & a marketing program to Bankers Life & Casualty agents who are securities licensed with ProEquities. BLCFS will receive compensation from ProEquities based on these securities sales. BLCFS will not have any representatives that sell to the public.
7. Evidence obtained during the investigation indicated that Bankers screened prospective securities agents, trained new securities agents, conducted some periodic training sessions for securities agents, monitored and attempted to increase securities production of securities agents, and played a significant role in determining the compensation of securities agents. Additionally, evidence showed that the involvement of Bankers in securities-related roles led to confusion in the reporting and responsibility hierarchies as between Bankers and ProEquities.
8. At no time were the Dual Agents licensed as agents or investment adviser representatives of Bankers Life or BLCFS. The agents were registered representatives and investment adviser representatives of ProEquities.

9. From April 30, 2010 through November 31, 2011, Bankers received, on a nationwide basis, a total of approximately \$11 million from ProEquities under the ProEquities Agreement for variable annuity and securities transactions and investment advice.

CONCLUSIONS OF LAW

1. Under the Maine Uniform Securities Act, a person may not act as a broker-dealer in Maine unless licensed or exempt from licensing. 32 M.R.S. § 16401.
2. Similarly, a person may not act as an investment adviser in Maine unless licensed, exempt from licensing, or a federal covered investment adviser. 32 M.R.S. § 16403.
3. A broker-dealer may not employ or associate with an agent, as defined in 32 M.R.S. § 16102(2), unless the employee or associated person is licensed as an agent of the broker-dealer. 32 M.R.S. § 16402(4).
4. An investment adviser may not employ or associate with an investment adviser representative unless the employee or associated person is licensed as an investment adviser representative of the investment adviser. 32 M.R.S. § 16403(4).
5. By engaging in the conduct set forth above, Bankers acted as a broker-dealer and investment adviser in Maine in violation of 32 M.R.S. §§ 16401, 16403.
6. Furthermore, by employing or associating with Dual Agents who were not licensed as agents or investment adviser representatives of Bankers, Bankers violated 32 M.R.S. §§ 16402, 16403.
7. By engaging in the conduct set forth above, ProEquities engaged in conduct giving rise to liability under 32 M.R.S. § 16604.
8. This Consent Order is in the public interest because it will foster public confidence in the securities industry.

ORDER

1. ProEquities shall cease and desist from engaging in conduct giving rise to liability under 32 M.R.S. § 16604.
2. ProEquities shall pay an amount of \$435,000 among the states where Dual Agents were located during the period from April 30, 2010, through December 2, 2011, allocated according to a schedule provided by the multi-state investigation working group. ProEquities shall pay \$8,207.50 to Maine as its portion of the total amount, which portion shall be considered a fine, by check payable to "Treasurer, State of Maine," submitted so

as to be received by the Maine Office of Securities within ten days from the date this Consent Order is signed by the Securities Administrator.

3. If any state securities regulator determines not to accept the settlement offer of ProEquities reflected herein, including the amount allocated to the applicable state according to the schedules referenced in paragraph 2 above, the payments to Maine set forth in paragraph 2 above shall not be affected; and ProEquities shall not be relieved of any of the non-monetary provisions of this Consent Order.
4. ProEquities shall not attempt to recover any part of the payments addressed in this Consent Order from Dual Agents, Bankers Life, or customers of ProEquities.
5. ProEquities shall fully cooperate with any investigation or proceeding related to the subject matter of this Consent Order.
6. From the date of this Consent Order through March 31, 2015, and while Bankers has Dual Agents that are registered representatives or investment adviser representatives of ProEquities, any agreement between Bankers and ProEquities shall be consistent with the provisions set forth in a separate consent order executed by Bankers and the Securities Administrator, Maine Office of Securities Docket No. 11-7365.
7. This Consent Order concludes the investigation by the Securities Administrator and any other action that the Securities Administrator could commence under applicable Maine law on behalf of the State of Maine as it relates to the violations described above, up to and including activity occurring through December 2, 2011; provided, however, that excluded from and not covered by this paragraph are any claims by the Securities Administrator arising from or relating to the "Order" provisions contained herein.
8. If payments are not made by ProEquities, or if ProEquities defaults in any of its obligations set forth in this Consent Order, the Securities Administrator may vacate this Consent Order, at her sole discretion, upon 10 days notice to ProEquities and without opportunity for administrative hearing or judicial review, and commence a separate action.
9. Nothing herein shall preclude the State of Maine, its departments, agencies, boards, commissions, authorities, political subdivisions and corporations, other than the Securities Administrator and only to the extent set forth herein, (collectively, "State Entities") and the officers, agents or employees of State Entities from asserting any claims, causes of action, or applications for compensatory, nominal and/or punitive damages, administrative, civil, criminal, or injunctive relief against ProEquities.
10. This Consent Order is not intended by the Securities Administrator to subject any person to any disqualifications under the laws of the United States, any state, the District of Columbia, Puerto Rico, or the Virgin Islands including, without limitation, any disqualification from relying upon the state or federal registration exemptions or safe harbor provisions.

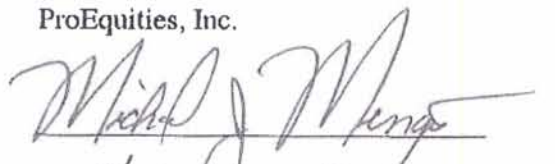
11. This Consent Order and the order of any other state in related proceedings against ProEquities (collectively, the "Orders") shall not disqualify any person from any business that they otherwise are qualified, licensed or permitted to perform under applicable securities laws of the State of Maine, and any disqualifications from relying upon this State's registration exemptions or safe harbor provisions that arise from the Orders are hereby waived.
12. This Consent Order and any dispute related thereto shall be construed and enforced in accordance with, and governed by, the laws of the State of Maine without regard to any choice of law principles.
13. This Consent Order shall be binding upon ProEquities, its relevant affiliates, successors and assigns.

Except as set forth above, the Securities Administrator agrees to take no action adverse to ProEquities based solely on the same conduct addressed in this Consent Order. However, nothing in this Consent Order shall preclude the Securities Administrator from: (a) taking adverse action based on other conduct; (b) taking this Consent Order and the conduct described above into account in determining the proper resolution of action based on other conduct; (c) taking any and all available steps to enforce this Consent Order; or (d) taking any action against other entities or individuals, regardless of any affiliation or relationship between Bankers and the entities or individuals.

ProEquities, by signing below, agrees to the entry of this Consent Order, and waives any right to a hearing or to judicial review.

ProEquities, Inc.

Date: March 31, 2012


By: Michael J. Mungenast

April 1
Date: ~~March~~ 1, 2012


Judith M. Shaw
Securities Administrator